NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company

Leon L. Nowalsky Benjamin W. Bronston Edward P. Gothard Attorneys at Law
3500 North Causeway Boulevard
Suite 1442
Metairie, Louisiana 70002
Telephone (504) 832-1984
Facsimile: (504) 831-0892

Monica Borne Haab EllenAnn G. Sands Bruce C. Betzer Philip R. Adams, Jr.

DOCKET NO.

August 20, 2004

PAID T.R.A.

Chk # 16909

Amount 25,00

Rovd By H

Date 8-23-04

Via Overnight Delivery

Executive Secretary's Office Tennessee Regulatory Authority 460 James Robertson Parkway Nashville, TN 37243-0505

RE: EveryCall Communications, Inc. CLEC Application

Dear Sir:

Enclosed for filing please find an original and thirteen (13) copies the Application of EveryCall Communications, Inc. For a Certificate of Public Convenience and Necessity to Provide Competing Local and Long Distance Telecommunications Services in Tennessee. Also enclosed is the requisite \$25 00 filing fee.

The Company is requesting facilities-based local exchange authority, and has notified all facilities-based ILECs of this filing as evidenced by the Certificate of Service and Service List contained in Exhibit J.

EveryCall has already filed with the TRA an irrevocable \$20,000 Letter of Credit in compliance with TCA, Section 165-4-125. The Letter of Credit is being held by the Legal Department in anticipation of this Application

Please acknowledge receipt of this filing by returning a file-stamped copy the "Return Copy" of this cover letter in the self-addressed, stamped envelope provided.

Should you have any questions regarding this application, please do not hesitate to call.

Monica Borne Haab

cc: Kyle Coats, EveryCall

BEFORE THE TENNESSEE REGULATORY AUTHORITY NASHVILLE, TENNESSEE

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APPLICATION OF EVERYCALL)	04.00262
COMMUNICATIONS, INC. FOR A)	
CERTIFICATE OF PUBLIC CONVENIENCE)	129908
AND NECESSITY TO PROVIDE)	12 1700
COMPETING LOCAL AND LONG)	
DISTANCE TELECOMMUNICATIONS)	
SERVICES IN TENNESSEE)	

APPLICATION

EveryCall Communications, Inc., ("EveryCall") pursuant to the provisions of T.C A Sections 65-4-201(b), (c) and (d), hereby applies to the Tennessee Regulatory Authority ("TRA or Authority") for a Certificate of Public Convenience and Necessity ("Certificate") to become a Competing Telecommunications Service Provider as defined by T.C.A. Section 65-4-101(e) Applicant respectfully requests that the Authority grant a Certificate to applicant to provide facilities-based local exchange telecommunications services throughout the State of Tennessee in all geographic locations permitted by the provisions of T.C.A. Sections 65-4-201. The Company agrees to comply with all applicable policies, rules and orders issued by the Tennessee Regulatory Authority in its provision of the requested services.

In support of this Application, Applicant submits the following information:

1. The legal name of the Company and its corporate headquarters address is:

EveryCall Communications, Inc 10500 Coursey Blvd., Suite 306 Baton Rouge, LA 70816 Ph. (225) 293-3332 Fx. (225) 293-3335 The Applicant will not have any offices located within the State of Tennessee

Questions regarding this application should be directed to

Monica Borne Haab, Esq. Nowalsky, Bronston & Gothard, APLLC 3500 N. Causeway Blvd., Suite 1442 Metairie, LA 70002 (504) 832-1984 ph (504) 831-0892 fax

Contact name and address at the Company is:

Kyle Coats, President EveryCall Communications, Inc 10500 Coursey Blvd, Suite 306 Baton Rouge, LA 70816 Ph (225) 293-3332 Fx (225) 293-3335

2. Organizational Chart of Corporate Structure Include any pertinent acquisition or merger

information

See Exhibit A

3. Corporate Information

EveryCall was incorporated in the state of Louisiana on November 20, 1997. A copy of EveryCall's Articles of Incorporation are provided in *Exhibit B*. A copy of EveryCall's authority to transact business in the State of Tennessee is provided in *Exhibit C*. The names and addresses of the principal corporate officers are in *Exhibit D*. There are no officers in Tennessee. The biographies of the principal officers are in *Exhibit E*.

4. EveryCall possesses the managerial, technical, and financial ability to provide local telecommunications service in the State of Tennessee as demonstrated below:

A. Financial Qualifications

In support of its financial qualifications, EveryCall submits their most recent year-end and current year-to-date income balance sheet and income as *Exhibit* F.

Exhibit G sets forth the Applicant's 3-year capital expenditures budgetindicating the type of equipment to be purchased, cost, and sources for funding of projected capital expenditures.

The Applicant has filed a Letter of Credit with the TRA in lieu of submitting a Corporate Surety Bond in compliance with TCA §65-4-125

B. Managerial Ability

As shown in *Exhibit E* to this Application, EveryCall has the managerial expertise to successfully operate a telecommunciations enterprise in Tennessee. As described in the attached biographical information, EveryCall's management team has extensive management and business experience in telecommunications.

C. Technical Qualifications

I

EveryCall's services will satisfy the minimum standards established by the TRA. The Company will file and maintain tariffs in the manner presribed by the TRA and will meet minimum basic local standards, including quality of service and billing standards required of all LEC's regulated by the TRA. Applicant will not require customers to purchase CPE, which cannot be used with the Incumbent Local Exchange Carrier's systems.

5. Proposed Service Area

EveryCall is authorized to provide telecommunications services in the states Alabama, Florida, Georgia, Kentucky, and Louisiana and is pending authority in Mississippi and North Carolina.

The Company proposes to offer its local services throughout the BellSouth service territory within the State of Tennessee. The Applicant will not offer local services in areas served by incumbent local exchange telephone companies with fewer than 100,000 total access lines. The Company will provide long distance, local resale and facilities-based services. Their facilities-based services will only be offered to the extent of their UNE-P arrangement with the ILEC.

6. <u>Types of Local Exchange Service to be provided</u>:

The Company will provide long distance, local resale and facilities-based services Their facilities-based services will only be offered to the extent of their UNE-P arrangement with the ILEC.

7 Repair and Maintenance

EveryCall has made arrangements for its customers to call the company at its toll-free customer services number 1-800-336-4588. In addition, customers may contact the company in writing at the headquarters address. The toll free number will be printed on the customer's monthly billing statements. The Tennessee contact person knowledgeable about providers operations is Kyle Coats, President.

Grant of the Application will further the goals of the Tennessee Legislature and further the public interest by expending the availability of competitive telecommunications services in the State of Tennessee. In addition, intrastate offering of these services is in the public interest because the services will provide Tennessee customers increased efficiencies and cost savings.

Authorizing EveryCall to provide long distance and local exchange telecommunications services will enhance materially the telecommunications infrastructure in the State of Tennessee and will facilitate economic development.

In particular, the public will benefit both directly, through the use of the competitive services to be offered by the Company and indirectly, because the Company's presence in Tennessee will increase the incentives for other telecommunciations providers to operate more efficiently, offer more innovate services, reduce their prices, and improve their quality of service. Grant of this Application will further enhance the service options available to Tennessee citizens for the reasons set forth above.

- 8. Small and Minority-Owned Telecommunications Business Participation Plan: (65-5-212): *Exhibit H*
 - 9. Toll Dialing Parity Plan: *Exhibit I*
- 10. Applicant has served notice of this application to the eighteen (18) incumbent local exchange telephone companies in Tennessee with a statement regarding the companies intention of operating geographically See *Exhibit J* for the list
 - 11. Numbering issues: Statement provided in *Exhibit K*.
 - 12. Tennessee Specific Operational Issues: Statements provided in Exhibit L.
 - 13. Miscellaneous:
 - A. Sworn Pre-filed testimony: *Exhibit M*
 - B Applicant does not require customer deposits.
 - C The Company has not been subject to complaints in any of the states in which were are doing business.
 - D. A copy of our tariff is enclosed

Conclusion:

EveryCall respectfully requests that the TRA enter an order granting it a certificate of convenience and necessity to operate as a competing telecommunications service provider and authority to provide a full range of long distance and local exchange services on a facilities-based and resale basis throughout the State of Tennessee. Although intending to operate in the BellSouth service territory, Applicant seeks authority to operate in the service areas of any ILEC that does not enjoy a rural exemption under Section 251(f) of the Telecommunications Act of 1996. For the reasons states above, the Company's provision of these services would promote the public interest by providing high-quality service at competitive prices and by creating greater economic incentives for the development and improvement for all competing providers.

Monica Borne Haab, Esq.

Counsel for EveryCall Communications, Inc.

VERIFICATION

State of Louisiana County of Jefferson

I Kyle Coats as President of EveryCall Communications. Inc. do hereby state that as its

President I am authorized to represent EveryCall and to make this Verification on its behalf. The

statements in the foregoing application and exhibits are true and correct to the best of my

knowledge, information and belief.

By:

Kyle Coats, President

EveryCall Communications, Inc.

Sworn to and subscribed before me, this 18

Notary Public

My Commission Expires:

MONICA BORNE HAAB
Notary Public, State of Louisiana
My Commission is issued for life.
Notary Number: 25407

EXHIBIT A

ORGANIZATIONAL CHART OF CORPORATE STRUCTURE

The Applicant has no parent company, subsidiaries or other affiliates

EXHIBIT B

ARTICLES OF INCORPORATION



SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that EVERYCALL COMMUNICATIONS, INC.

A LOUISIANA corporation domiciled at BATON ROUGE,

Filed charter and qualified to do business in this State on November 20, 1997,

I further certify that the records of this Office indicate the corporation has paid all fees due the Secretary of State, and so far as the Office of the Secretary of State is concerned is in good standing and is authorized to do business in this State.

I further certify that this Certificate is not intended to reflect the financial condition of this corporation since this information is not available from the records of this Office.

In testimony whereof, I have hereunto set my hund and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

July 18, 2003

ABA 34577625D

Secretary of State



SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

the annexed and following is a True and Correct copy of the Articles of Incorporation, Initial Report, Notice of Change and 2002 Annual Report of

EVERYCALL COMMUNICATIONS, INC.

A LOUISIANA corporation domiciled at BATON ROUGE,

As shown by comparison with documents filed and recorded in this Office.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

July 18, 2003

ABA 34577625D

Secretary of State

ARTICLES OF INCORPORATION OF EVERYCALL COMMUNICATIONS, INC.

PARISH OF EAST BATON ROUGE STATE OF LOUISIANA

ARTICLE 1 NAME

The name of the corporation is EVERYCALL COMMUNICATIONS, INC.

ARTICLE 2 PURPOSE

The Corporation's purpose is to engage in any lawful activity for which corporations may be formed under the Business Corporation Law of Louisiana.

ARTICLE 3 COMMON STOCK

The Corporation has authority to issue one thousand (1000) shares of common stock with a par value of \$0.10 per share.

ARTICLE 4 INCORPORATORS

The name and address of the incorporator is:

John Brydels, Jr. 263 Third Streat Suite 203 Baton Rouge, Louisiana 70801

ARTICLE 5 PRE-EMPTIVE RIGHTS

Shareholders shall have pre-emptive rights.

ARTICLE 6 DIRECTORS

The number of directors shall be such number, not less than three (3) nor more than eight (8) as may be designated in the by-laws and if not designated, as may from time to time be elected by the shareholders, except that when all of the outstanding shares are held of

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record by fewer than three (3) shareholders, then there need be only as many directors as there are shareholders, but this shall not prevent a greater number of directors as aforesaid. Any director absent from a meeting of the Board or any committee thereof, may be represented by any other director who may cast the absent director's vote according to his or her written instruction, general or special.

ARTICLE 7 SPECIAL MEETINGS

Special meetings of shareholders may be called by the president or by a majority of the Board of Directors.

ARTICLE 8 ISSUANCE OF STOCK

Without any necessity of action by the shareholders, previously authorized, but unissued shares of stock of the corporation may be issued from time to time by the Board of Directors, and any and all shares so issued and paid for, shall be deemed fully paid stock and not liable to any further assessment or call and the holder of such shares shall not be liable for any further payment thereon.

ARTICLE 9 CUMULATIVE VOTING

In the election of directors, each shareholder of record shall have the right to multiply the number of votes to which he or she is entitled by the number of directors to be elected, and to cast all such votes for one candidate, or distribute them among any two or more candidates.

ARTICLE 10 SHAREHOLDER CONSENT

Whenever the affirmative vote of shareholders is required to authorize or constitute corporate action, the consent in writing to such action signed only by shareholders holding that proportion of the total voting power on the question which is required by law or by these Articles of Incorporation, whichever requirement is higher, shall be sufficient for the purpose without necessity for a meeting of shareholders.

ARTICLE 11 RESTRICTION ON SALE OF STOCK

In case a stockholder desires to sell his shares of stock, he must offer them for sale to the remaining shareholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

ARTICLE 12 LIMITATIONS ON LIABILITY

The Incorporator, officers and directors of this corporation claim the benefits of limitation of liability to the fullest extent allowed by law as fully and completely as though said provisions were recited herein in full.

THUS DONE AND SIGNED this 10th day of November, 1997.

John Brydels, Jr.

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned authority, personally came and appeared:

John Brydels, Jr.

to me known to be the person who executed the foregoing Articles Of Incorporation, and who being duly swom, did acknowledge and declare, in the presence of the two witnesses whose names are subscribed hereto, that he executed said instrument as his free act and deed for the purposes described therein.

IN WITNESS WHEREOF, the said appearer and witnesses and I have hereunto affixed our hands on the 10th day of November, 1997, in Baton Rouge, Louisiana.

Witnesses:

John Aydels, Jr

NOTARY PUBLIC

INITIAL REPORT OF EVERYCALL COMMUNICATIONS, INC.

ARTICLE 1

The corporation's registered office is located at and its post office address is.

263 Third Street Suite 208 Baton Rouge, Louisiana 70801

ARTICLE 2

The registered agent is:

John Brydels, Jr. 263 Third Street Suite 208 Baton Rouge, Louisiana 70801

ARTICLE 3

The first directors are:

John Brydels, Jr. Jon C. Seger 263 Third Street Suite 208 Suite 208

Baton Rouge, Louisiana 70801 Baton Rouge, Louisiana 70801

ARTICLE 4

The first officers are:

John Brydels, Jr.

President/Treasurer

263 Third Street

Suite 208

Baton Rouge, Louisiana 70801

Jon C. Seger

Vice President/Secretary

263 Third Street

Suite 208

Baton Rouge, Louisiana 70801

John Brydels.

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT BY DESIGNATED REGISTERED AGENT ACT 769 OF 1987

To the State Corporation Department State of Louisiana

STATE OF LOUISIANA

PARISH OF JEFFERSON

On this 10th day of November, 1997, before me Notary Public in and for the State and Parish aforesaid, personally came and appeared:

John Brydels, Jr.

who is known to me, and who, being duly swom, acknowledged to me that he does hereby accept appointment as the Registered Agent of EVERYCALL COMMUNICATIONS, INC., which is a Louisiana Corporation authorized to transact business in the State of Louisiana pursuant to the provisions of Title 12, Chapters 1, 2 and 3.

SWORN TO AND SUBSCRIBED BEFORE ME ON THE DAY, MONTH AND YEAR FIRST SET FORTH ABOVE.

NOTARY PUBLIC

W. Fox McKelthen Secretary of State



NOTICE OF CHANGE OF REGISTERED OFFICE AND/OR CHANGE OF REGISTERED AGENT

(R.S. 12:104 & 12:236)

Enclose \$25 filing fee

Domestic Corporation (Business or Non Profit)

Make remittance payable to

Secretary of State

Do Not Send Cash

Return to: Commercial Division
P. O. Box 94125
Baton Rouge, LA 70804-9125
Phone (225) 925-4704
Web Site: www.sec.state.la.us

		. /	
Corporation Name: <u>E</u>	verycall Com	munications,	<u> </u>
	CHANGE OF LOCATION O	F REGISTERED OFFICE	
Notice is hereby given the location of the corporation	at the Board of Directors of n's registered office. The ne	the above named corporation aw registered office is located	has authorized a change in the at
320 Some	rulos Street,	Baton Rouge, LA	10802-6129
		Sohtthydels, St	7/11/03
	To	sesigned by one (1) officer of two (2)	7/11/2003
	CHANGE OF REG	ISTERED AGENT(S)	Date
			, , , , , , , , , , , , , , , , , , ,
the corporation's registe	nat the Board of Directors of ared agent(s). The name(s) Shut	and address(es) of the new re	has authorized the change of gistered agents(s) is/are as
320	Somerulos 5	Street	
Baton	Rouge, IA 7	10802-6129	
	0 /	Carry Santa	7/11/2003 Date
AGEN"	_	KNOWLEDGEMENT OF AP	POINTMENT
			on behalf of the above named
I hereby acknowledge a corporation	and accept the appointment	or registered agent(a) for and	on sense of the about themes
	C		_
	Charles A.	Schutte, Jr.	_
Sworn to and subscribe	ed before me, the undersigne	ed Notary Public on this date	July 11,2003
	Park	Meu -	_

354 Rev 03/03

(See instructions on back)

W. Fox McKeithen Secretary of State



DOMESTIC CORPORATION ANNUAL REPORT

For Period Ending November 20, 2002





Mailing Address Only

(INDICATE ANY CHANGES BELOW)

(INDICATE ANY CHANGES BELOW) Registered Office Address in Louisiana (Do Not Use P.O. Box)

34577625 D 432 263 THIRD STREET, SUITE 208 BATON ROUGE, LA 70801 EVERYCALL COMMUNICATIONS, INC. BATON ROUGE, LA C/O JOHN BRYDELS, JR. 5212 SUMMA COURT Federal Tax ID Humber Issued Shares BATON ROUGE, LA 70809 72-1403495 Our records indicate the following registered agents for the corporation. Indicate any changes or deletions below. All agents must have a Louisiana address. Do not use a P. O. Box. New registered agents require a notarized JOHN BRYDELS, JR. 5212 SUMMA COURT/BATON ROUGE, LA 70809 ECRETARY 8 8 I hereby accept the appointment of registered agent(s). Sworn to and subscribed before ma יט IA Our records indicate the following officers or directors for the corporation. Indicate any changes or deletions below. If space is needed for additional officers/directors, attach an addendum. Include addresses. Do not use a P.O. Box. Indicate all offices held by each individual listed. JOHN BRYDELS, JR. PRES/TREAS/DIR 5212 SUMMA COURT/BATON ROUGE, LA 70809 JON C. SEGER C. SEGER VICE PRES/SECT/DIR 263 THIRD STREET, SUITE 208/BATON ROUGE, LA 70801

,				
SIGN>	To be signed by an officer of director.	10-20-02	766-1495	10/20/02
				/ /
Ma	Enclose filling fee of \$ 25.00	Return by: Novemb	er 20, 2002	CHECK IF NO

web site: www.sec.state.la.us

to Secretary of State Do Not Send Cash

DO NOT STAPLE

to:

Commercial Division P.O. Box 94125 Baton Rouge, LA 70804-9125 Phone (225) 925-4704

CHANGE

101802

EXHIBIT C

TENNESSEE AUTHORITY TO TRANSACT BUSINESS

Secretary of State **Division of Business Services** 312 Eighth Avenue North 6th Floor, William R. Snodgrass Tower Nashville, Tennessee 37243

DATE: 07/28/03 REQUEST NUMBER: 4872-1145 TELEPHONE CONTACT: (615) 741-2286 FILE DATE/TIME: 07/25/03 1244 EFFECTIVE DATE/TIME: 07/25/03 1244 CONTROL NUMBER: 0451030

TO: SHEREE WEST 3500 N CAUSEWAY BLVD STE 1442

RE: EVERYCALL COMMUNICATIONS INC APPLICATION FOR CERTIFICATE OF AUTHORITY -FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -FOR PROFIT

ON DATE: 07/28/03

FEES

RECEIVED:

\$600.00

\$0.00

TOTAL PAYMENT RECEIVED:

\$600.00

RECEIPT NUMBER: 00003336624 ACCOUNT NUMBER: 00433484

JOHN H BRYDELS JR

BEON ROUGE, LA 70809-0000

5212 SUMMA COURT

FROM:

RILEY C DARNELL SECRETARY OF STATE

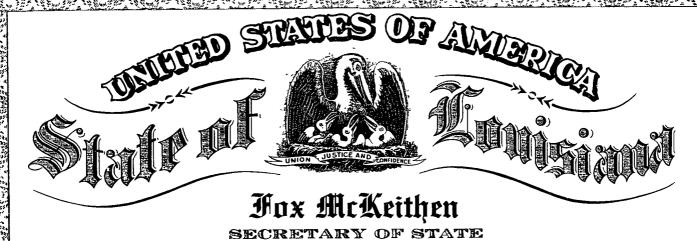


Bepartment of State
Corporate Filings 312 Eighth Avenue North 6th Floor, William R. Snodgrass Tower

APPLICATION FOR CERTIFICATE OF AUTHORITY (FOR PROFIT)

For Office Use Only

Nashville, TN 37243	Tannacaa Dusta C	ion Act the undersioned formandian
Pursuant to the provisions of Section 48-25-103 of the hereby applies for a certificate of authority to transact busine	ess in the State of Tennessee, an	d for that purpose sets forther
1 The name of the corporation is EveryCall Communic	cations. Inc	FILE S
*If different, the name under which the certificate of author	rity is to be obtained is	4 = 3
[NOTES: The Secretary of State of the State of Tennessee manne does not comply with the requirements of Section 48-14 of authority under a different corporate name, an application of Section 48-14-101(d) with an additional \$20.00 fee]	r-101 of the Tennessee Business (for registration of an assumed co	Corporation Act "it obtaining a certificate
2. The state or country under whose law it is incorporated		
The date of its incorporation is 11/20/97 if other than perpetual, is perpetual		, and year), and the period of duration,
4. The complete street address (including zip code) of its 5212 Summa Court, Baton Rouge, LA 70809		
Street City	State/Country	Zip Code
5. The complete street address (including the county and the registered agent is 1900 Church Street, Suite 400,Nashville, TN 37203 Street City	e zip code) of its registered office	e in Tennessee and the name of its Zip Code
Registered Agent National Registered Agents, Inc.		
5 The names and complete business addresses (including John Brydels, Jr., Pres/Sec. 5212 Summa Court, Baton Jon Seger, Vice Pres/Treasurer, 5212 Summa Court, E	n Rouae LA 70809	are. (Attach separate sheet if necessary)
7 The names and complete business addresses (including necessary) John Brydels, Jr., 5212 Summa Court, Baton Seger, 5212 Summa Court, Baton Rouge, LA 7080	on Rouge, LA 70809	of directors are: (Attach separate sheet if
8 If the corporation commenced doing business in Tennes (month, day and year) upon qualification	ssee prior to the approval of this a	pplication, the date of commencement
9 The corporation is a corporation for profit		
10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is		
[NOTE: A delayed effective date shall not be later than the 90th		
[NOTE: This application must be accompanied by a certificat Secretary of State or other official having custody of corporal certificate shall not bear a date of more than two (2) months pr	ite records in the state or country	under whose law it is incorporated. The
7-18-03	EveryCall Communications,	Inc.
Signature Date President	Name of Corporation	· — —
President Signer's Capacity	Signature John Brydels	
SS-4431 (Rev 4/01) Filing Fee \$600	Name (typed or printed)	, RDA 1678



As Secretary of State, of the State of Louisiana, I do hereby Certify that EVERYCALL COMMUNICATIONS, INC.

A LOUISIANA corporation domiciled at BATON ROUGE,

Filed charter and qualified to do business in this State on November 20, 1997,

I further certify that the records of this Office indicate the corporation has paid all fees due the Secretary of State, and so far as the Office of the Secretary of State is concerned is in good standing and is authorized to do business in this State.

I further certify that this Certificate is not intended to reflect the financial condition of this corporation since this information is not available from the records of this Office.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

July 18, 2003

ABA 34577625D

Secretary of State

EXHIBIT D

NAMES AND ADDRESS OF PRINCIPAL CORPORATE OFFICERS

Kyle Coats, President/Treasurer 10500 Coursey Blvd , Suite 306 Baton Rouge, LA 70816

Jon Seger CEO/Secretary 10500 Coursey Blvd , Suite 306 Baton Rouge, LA 70816

John Brydels, Jr Chairman of the Board 10500 Coursey Blvd , Suite 306 Baton Rouge, LA 70816

EXHIBIT E

MANAGEMENT PROFILES

businesses

(225) 753-6230

EDUCATION	LOUISIANA STATE UNIVERSITY, Baton Rouge, LA Bachelor of Science Degree
12/00-12/02	EATEL, Baton Rouge, LA (Eatel acquired Telamerica 12/8/00) Manager, Strategic Sales Responsibilities Manage a local sales team in marketing the products offered by Eatel Products include facilities based T-1 and resale dial tone, T-1 internet and long distance service.
12/96- 12/00	TELAMERICA LONG DISTANCE, Baton Rouge, LA Vice President of Sales and Customer Service Responsibilities In addition to responsibilities as sales manager, my responsibilities included Opening sales offices in markets throughout LA, staffing these offices with both sales and managerial personnel, creating a centralized customer service department and then expanding it into a 24/7 operation, managed the process of becoming a competitive Local Exchange Carrier, developed and implemented all CLEC products, managed the day to day operations of the corporate office.
1/88 - 3/96	Sales Manager-TELAMERICA LONG DISTANCE Responsibilities: Huring, training, supervising, and evaluating of sales force, development and implementation of incentive oriented compensation plan and competitive rate structures, coordination of all marketing activities which include direct sales, trade shows, and advertising trade accounts handled all customer relations for new and existing accounts
2/87 - 1/88	Communications Consultant - TELAMERICA LONG DISTANCE Responsibilities Generation of leads, follow up on leads, analysis of potential client's long distance needs, presentation and closing of proposals to potential clients, follow up on customer satisfaction
6/85 - 1/87	GAGE TELECO USA, Baton Rouge, LA Account Representative Responsible for configuring and marketing phone systems to Baton Rouge area

Resume Jon C. Seger

Personal Data

Address: 756 Myrtle View Drive, Baton Rouge, Louisiana 70810-4200

Home Phone: (225) 769-3950

Date and Place of Birth: June 3, 1957 Ft. Collins, Colorado.

Marital Status: Married, four children.

Work Experience

Date: December 2000 - Present

Company: Louisiana Online, Inc., Baton Rouge, Louisiana

Type of Business: Internet retail. Position: Owner / Vice President

Description of work:

Web site creation and modification, photography, inventory control, order processing, shipping, telecommunications, and system backups.

Date June 1984 - December 2000

Company: TLX Communications, Inc., Baton Rouge, Louisiana.

Type of Business: Telephone company. Position: Owner / Vice President.

Description of work

Chief Engineer responsible for all technical aspects of the company, including installation and maintenance of long distance network, Harris 20/20 switch and related equipment, digital and analog trunks, central office repeaters, Novell LAN, customer database and billing system, fire suppression systems, UPS and DC power system. Head of customer provisioning department and technical support department. Oversee installation and maintenance of customer premise Channel Banks, 1+ Automatic Dialers, and data circuits

Date: June 1981 - June 1982

Company: Catalytic, Inc., Baton Rouge, Louisiana.

Type of Business: Industrial Engineering and Construction company.

Position: Field and Home Office Planning Engineer, Project Administrator.

Description of work:

Field Planning Engineer on Crude Air Preheater project for Marathon Oil Company, Garyville, Louisiana Home Office Planning Engineer assigned to the following projects: Substrate Alumina expansion for Kaiser Aluminum and Chemical Corp, Baton Rouge, Louisiana; Blending and Packaging facility for Penzoil Products Company, Shreveport, Louisiana; and Crude Air Preheater for Marathon Oil Company, Garyville, Louisiana Project Administrator for Substrate Alumina project for Kaiser Aluminum and Chemical Corp, Baton Rouge, Louisiana.

Date June 1973 - March 1981 Employer: Self-Employed Painting Contractor, Baton Rouge, Louisiana. Description of work

Estimating, Contract Administration, Accounting, Purchasing, Job Superintendent, Painter.

Education

1982 - 1984 Louisiana State University, Baton Rouge, Louisiana.

Degree: Master of Business Administration.

1975 - 1981 Louisiana State University, Baton Rouge, Louisiana. Degree: Bachelor of Science in Construction.

1971 - 1975 Robert E. Lee High School, Baton Rouge, Louisiana.

College Honors and Activities

SGA University College President; Dean's List; Student Chapter Associated General Contractors, Phi Gamma Delta - IFC Representative, Scholastic Achievement Award, Award and Honors Committee

References

Available on request

JOHN H. BRYDELS, JR.

5212 Summa Court - Baton Rouge, LA 70809 - email brydels@aol com

EDUCATION

Louisiana State University, Baton Rouge, LA Bachelor of Science in Finance - 1982

- 1 Graduated Summa Cum Laude GPA 3.97
- 2 President Delta Sigma Pi Business Fraternity

Master of Science in Accounting - 1984

EXPERIENCE

Louisiana Online, Inc., Baton Rouge, LA

President and CEO - 2001-2002.

- 3 Secured domain names and trade names for internet startups.

 Managed intellectual property concerns.
- 4 Created and designed internet web sites for internet startups.
- 5 Designed and assisted in the publishing of a children's cookbook.

TLX Communications, Inc., Baton Rouge, LA

President and CEO - 1984-2000

- 6 Supervised the organization and management of a fifty-employee organization.
- 7 Performed financial analysis, cash flow analysis, budgeting, forecasting, and tax planning for a company with \$18 million annual sales.
- 8 Managed the marketing and sales efforts of the organization
- 9 Negotiated the sale of the company to a larger telecom concern. Performed all necessary due diligence functions.

ACTIVITIES

Professional Designations: : CPA (inactive), CMA, CFM

Part-time Employment: Taught freshman accounting while a graduate student at LSU.

Volunteer Experience Community Advisory Board - Baton Rouge Boys and Girls Club

EXHIBIT F

FINANCIAL STATEMENTS

EveryCall Communications, Inc. Balance Sheet

As of July 31, 2004

	Jul 31, 04
ASSETS	
Current Assets Checking/Savings	
Merrill Lynch - Brydels	500 00
UP Bank - Checking UP Certificate of Deposit	157 433 20 10,000 00
· ·	167,933 20
Total Checking/Savings	107,333.20
Accounts Receivable Accounts Receivable	6 556 00
Total Accounts Receivable	6,556 00
Other Current Assets	27 500 00
Deposits Due from Louisiana Online	27,500 00 1,045 00
Total Other Current Assets	28 545 00
Total Current Assets	203,034 20
Fixed Assets	1 207 93
Furniture & Fixtures Machinery & Equipment	18,199.86
Software	7 372 50
Total Fixed Assets	26 780 29
Other Assets Prepaid Advertising	10,000 00
Prepaid Legal	40,000 00
Total Other Assets	50,000 00
TOTAL ASSETS	279,814 49
LIABILITIES & EQUITY	
Liabilities Current Liabilities	
Other Current Liabilities	
Due to John Brydels, Sr Due to Louisiana Online	250,000 00 267 49
Due to/from Ten Sixteen Communi	-10 00
Payroll Liabilities	202.00
Federal Withholding FICA - Company	283 00 586 45
FICA - Employee	586 45
LA Unemployment	-414 24 122 94
LA Withholding	132 84
Total Payroll Liabilities	1,174 50
Total Other Current Liabilities	251,431 99
Total Current Liabilities	251,431 99
Long Term Liabilities Due to/from John Brydels, Jr	30,000 00
Total Long Term Liabilities	30,000 00
Total Liabilities	281,431 99
Equity Capital Stock	90,000 00
Capital Stock Retained Earnings	-236,589 03
Shareholder Equity	267,400 00
Net Income	-122,428 47
Total Equity	-1,617 50
TOTAL LIABILITIES & EQUITY	279,814 49

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EveryCall Communications, Inc. Statement of Cash Flows January through July 2004

	Jan - Jul 04
OPERATING ACTIVITIES	
Net Income	-160,425 95
Adjustments to reconcile Net Income	
to net cash provided by operations:	
Due from Louisiana Online	-50 00
Accounts Payable	37,572 77
Payroll Liabilities:Federal Withholding	-761 00
Payroll Liabilities:FICA - Company	-573 75
Payroll Liabilities:FICA - Employee	-573 75
Payroll Liabilities:FUTA Payable	-170 44
Payroll Liabilities: KY Unemployment	-222 22
Payroll Liabilities:KY Withholding	-373 90
Payroll Liabilities:LA Unemployment	-221 68
Payroll Liabilities:LA Withholding	-709.43
Net cash provided by Operating Activities	-126,509 35
FINANCING ACTIVITIES	
Due to/from John Brydels, Jr.	30,000 00
Capital Stock	90,000 00
Net cash provided by Financing Activities	120,000 00
Net cash increase for period	-6,509 35
Cash at beginning of period	178,774 97
Cash at end of period	172,265.62

EveryCall Communications, Inc. Profit & Loss

January through July 2004

	Jan - Jul 04
Ordinary Income/Expense	-
income Sales	172,502 26
Total Income	172,502 26
	172,302 20
Cost of Goods Sold Cost of Goods Sold	98 606 65
Total COGS	98 606 65
Gross Profit	73 895 61
Expense Advertising	15,627 90
Agent Commission	16 766 17
Bank Service Charges	988 54
Billing	13,052 89
Collection Fees	70 34 806 25
Computer Expense Credit Reports	3 854 71
Dues and Subscriptions	925 00
Fees	1 307 05
Insurance	36 00
AD&D Dental	1,476 06
Liability Insurance	1,567 00
Life	228 00
Medical	14,509 68
Total Insurance	17,816 7 4
Interest Expense	
Finance Charge	21 55
Interest Expense - Other	6,250 80
Total Interest Expense	6,272 35
Licenses and Permits Miscellaneous	330 00 0 00
Office Expense	4,512 41
Office Supplies	1 546 41
Payroll Expenses	
Payroll Taxes	4,344 65
Salaries	49,704 04 0 00
Payroll Expenses - Other	
Total Payroll Expenses	54 048 69
Postage and Delivery Printing and Reproduction Professional Fees	1,240 61 872 00
Accounting	2,196 00
Legal Fees	4,714 08
Professional Fees - Other	2,266 77
Total Professional Fees	9,176 85
Provisioning	1,710 04
Rent	17,436 55 19,860 63
Taxes Telemarketing	4,813 53
Telephone	2,872 68
Travel & Ent	
Travel	826 63
Total Travel & Ent	826 63
Total Expense	196,734 97
Net Ordinary Income	-122,839 36

2 52 PM 08/02/04 Accrual Basis

EveryCall Communications, Inc. Profit & Loss January through July 2004

Jan - Jul 04

Other Income/Expense Other Income Interest Income

410 89

Total Other Income

410 89

Net Other Income

410.89

Net income

-122,428 47

3:15 PM 08/02/04 Accrual Basis

EveryCall Communications, Inc. Balance Sheet

As of December 31, 2003

	Dec 31, 03
ASSETS	
Current Assets	
Checking/Savings	
Certificate of Deposit	40,000 00
Merrill Lynch - Brydels	81,400 00 7,042 20
UP Bank - Checking UP Certificate of Deposit	50,332 77
Total Checking/Savings	178,774 97
Accounts Receivable Accounts Receivable	6,556.00
Total Accounts Receivable	6,556 00
Other Current Assets	
Deposits	27,500 00
Due from Louisiana Online	995 00
Total Other Current Assets	28,495 00
Total Current Assets	213,825 97
Fixed Assets	
Furniture & Fixtures	1,207 93
Machinery & Equipment	18,199.86
Software	7,372 50
Total Fixed Assets	26,780 29
Other Assets	40.000.00
Prepaid Advertising	10,000 00
Prepaid Legal	40,000 00
Total Other Assets	50,000 00
TOTAL ASSETS	290,606.26
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	4,757 13
Accounts Payable	
Total Accounts Payable	4,757 13
Other Current Liabilities Due to John Brydels, Sr.	250,000 00
Due to Louislana Online	267.49
Due to/from Ten Sixteen Communi	-10 00
Payroll Liabilities	
Federal Withholding	1,044 00
FICA - Company	1,160 20
FICA - Employee	1,160 20
FUTA Payable	170 44
KY Unemployment	222 22
KY Withholding	373 90 -192 56
LA Unemployment LA Withholding	842 27
-	4,780 67
Total Payroll Liabilities	
Total Other Current Liabilities	255,038 16
Total Current Liabilities	259,795 29
Total Liabilities	259,795 29

3:15 PM 08/02/04 Accrual Basis

EveryCall Communications, Inc. Balance Sheet As of December 31, 2003

	Dec 31, 03
Equity	267,400 00
Shareholder Equity Net Income	-236,589 03
Total Equity	30,810 97
TOTAL LIABILITIES & EQUITY	290,606.26

EveryCall Communications, Inc. Profit & Loss

January through December 2003

•	Jan - Dec 03
Ordinary Income/Expense	,
Income Sales	12,253 69
Total Income	12,253 69
Cost of Goods Sold	,
Cost of Goods Sold	10,830 15
Total COGS	10,830 15
Gross Profit	1,423 54
Expense	45.544.00
Advertising Bank Service Charges	15,514 88 743 54
Ballk Service Charges Billing	3,427 69
Computer Expense	3,571 21
Credit Reports	2,702 06
Dues and Subscriptions	470.00
Fees	3,102 00
Insurance AD&D	36 00
Dental	1,311 53
Liability Insurance	500 00
Life	228 00
Medical	17,019 18
Insurance - Other	729 00
Total Insurance	19,823 71
Interest Expense	5 47
Licenses and Permits	525 00
Maintenance Contract	554 63
Miscellaneous	-143 61 2 777 17
Office Expense	2,777 17 5,074 54
Office Supplies Payroll Expenses	3,074 34
Payroll Taxes	5,917 22
Salaries	70,655 77
Payroll Expenses - Other	0 00
Total Payroll Expenses	76,572 99
Postage and Delivery	911 30
Printing and Reproduction	20,727 66
Professional Development	235 00
Professional Fees	1,710 00
Accounting Consulting	23,219 49
Legal Fees	10,612 11
Professional Fees - Other	225 48
Total Professional Fees	35,767 08
Provisioning	5,964 05
Recruiting Rent	300.00 13,877 02
Repairs Equipment Repairs	159 00
Total Repairs	159 00
Taxes	
State	234 84
Taxes - Other	301 86
Total Taxes	536 70
Telemarketing	17,364 71
Telephone	4,624 03
Training	1,185 00

3:14 PM 08/02/04 **Accrual Basis**

EveryCall Communications, Inc. Profit & Loss

January through December 2003

	Jan - Dec 03
Travel & Ent Entertainment Travel	54 97 1,584 77
Total Travel & Ent	1,639 74
Total Expense	238,012 57
Net Ordinary Income	-236,589 03
Net Income	-236,589.03

EXHIBIT G

CAPITAL EXPENDITURES BUDGET

The Applicant will provide facilities-based services only to the extent that it will offer UNE from the ILEC No capital expenditures for facilities are expected, and, therefore, no budget has been prepared.

EXHIBIT H

MINORITY-OWNED BUSINESS PLAN

SMALL AND MINORITY-OWNED BUSINESS PARTICIPATION PLAN

Pursuant to T C.A. §65-5-212, as amended, EveryCall Communications, Inc. ("EveryCall") submits this small and minority-owned Telecommunications business participation plan (the "Plan") along with its Application for a Certificate of Public Convenience and Necessity to provide competing local exchange services in Tennessee

1. PURPOSE

The purpose of §65-5-212 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers. EveryCall Communications, Inc. agrees to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. EveryCall will allow small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services when such opportunities arise. In furtherance of this end, EveryCall will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to EveryCall of such opportunities EveryCall will contact the Department of Economic and Community Development, the administrator of the small and minority-owned Telecommunications assistance program, to obtain a list of qualified vendors.

II. **DEFINITIONS**

As defined in §65-5-212.

Minority-Owned Business Minority-owned business shall mean a business which is solely owned,

or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who

personally manages and controls daily operations of such business, and who is impeded from normal entry

into the economic mainstream because of race, religion, sex or national origin and such business has annual

gross receipts of less than four million dollars (\$4,000,000).

Small Business Small Business shall mean a business with annual gross receipts of less than four

million dollars (\$4,000,000).

Ш. **ADMINISTRATION**

EveryCall's Plan will be overseen and administered by the individual named below, hereinafter

referred to as the Administrator, who will be responsible for EveryCall's efforts to provide equal

opportunities for small and minority-owned businesses The Administrator of the Plan will be:

Kyle Coats, President

EveryCall Communications, Inc.

10500 Coursey Blvd., Suite 306

Baton Rouge, LA 70816

Ph. (225) 293-3332

Fx. (225) 293-3335

E-mail: coats@everycall com

The Administrator's responsibilities will include:

Maintaining an updated Plan in full compliance with §65-5-212 and the rules and orders of (1)

the Tennessee Regulatory Authority.

2

- (2) Establishing and developing any policies and procedures which may be necessary for the successful implementation of the Plan.
- (3) Preparing and submitting such forms as may be required by the Tennessee Regulatory

 Authority, including the filing of required annual updates
- (4) Serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses as defined in §65-5-212 when necessary.
- (5) Encouraging small and minority-owned businesses to participate in and bid on contracts and subcontracts.
- (6) Providing records and reports and cooperate in any authorized surveys as required by the Tennessee Regulatory Authority
- (7) Establishing a record-keeping system to track qualified small and minority-owned businesses and use of such businesses
- (8) Providing information to persons within EveryCall and encouraging them to use small and minority-owned businesses when feasible

In performance of these duties, the Administrator may utilize a number of resources, including:

Chambers of Commerce

The Tennessee Department of Economic and Community Development

The United States Department of Commerce

Small Business Administration

Office of Minority Business

The National Minority Supplier Development Counsel

The National Association of Women Business Owners

The National Association of Minority Contractors

Historically Black Colleges, Universities, and Minority Institutions

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are

primarily spelled out in the Administrator's duties above.

RECORDS AND COMPLIANCE REPORTS IV.

EveryCall will maintain records of qualified small and minority-owned businesses and will make

efforts to use the goods and services of such businesses where appropriate and feasible.

EveryCall will submit records and reports required by the Tennessee Regulatory Authority

concerning the Plan. Moreover, EveryCall will cooperate fully with any surveys and studies required by the

Tennessee Regulatory Authority.

EveryCall Communications, Inc

Dated: August 19, 2004

4

EXHIBIT I

TOLL DIALING PARITY PLAN

EVERYCALL COMMUNICATIONS, INC. INTRALATA TOLL DIALING PARITY PLAN

INTRODUCTION

EveryCall Communications, Inc ("EveryCall") will initiate the process that will give end-user customers the opportunity to designate a carrier for their intraLATA toll call traffic in those market areas where EveryCall is a facilities-based local exchange service provider IntraLATA toll calls will automatically be directed to the designated carrier without the customer having to dial an access code. The Company will offer non-discriminatory access to other carriers

POLICIES

EveryCall will have its underlying service providers deploy two-PIC (Primary Interexchange Carrier) technology in its switches (or switch partitions) This technology will enable the customer to presubscribe to the same or a different carrier for their intraLATA and/or interLATA service

Appropriate tariffs will be revised and filed in accordance with this plan

EveryCall will offer customers the ability to access all participating carriers by dialing the appropriate access code (10XXX/101XXXX)

All eligible EveryCall end user telephone line numbers will be presubscribed and must have a PIC associated with them

CARRIER INFORMATION

Interexchange carriers will have the option of offering intraLATA service only or intraLATA and interLATA service

Interexchange carriers will have the option of participating in all market areas or in a specific market area

Interexchange carriers will be required to return a completed Non-Disclosure Agreement and Participation Agreement(s)

EveryCall will not participate in billing disputes for intraLATA service between alternative competing interexchange carries and their customers

EveryCall representatives will not initiate or accept three-way calls from alternative interexchange carriers to discuss presubscription

Carriers wishing to participate will be requested to submit Access Service Requests/Translation Questionnaires to the Access Tandem owner and to EveryCall

CALL ELIGIBILITY/TOLL DIALING PLAN

A local service customer of EveryCall will have calls routed according to the following plan

If a EveryCall Customer Dials	The Call is Handled By/Routed To
911 411/555-1212 0- 0+ intraexchange number 1 + 7 or 10 digits 0 + 7 or 10 digits interexchange number 10XXX or 101XXXX + 0 10XXX or 101XXXX + 0 +7 or 10 digits 10XXX or 101XXXX + 7 or 10 digits	PSAP on originating line number EveryCall Directory Assistance Operator EveryCall Operator IntraLATA Toll Provider IntraLATA Toll Provider InterLATA Toll Provider XXX/XXXX Carrier XXX/XXXX Carrier XXX/XXXX Carrier

If a EveryCall customer originates a call to a carrier Operator by dialing 00-, the call will be routed to the PIC on that customer's line. If the customer originates a call to a carrier Operator by dialing an access code (e.g., 10XXX/101XXXX+0-), the call will be routed to the XXX/XXXX carrier. In both cases, the carrier's switch is responsible for routing this call to the carrier's Operator or to an announcement

EveryCall INFORMATION

All originating intraLATA traffic will initially be routed via the incumbent Local Exchange Carrier (LEC) Access Tandem(s) Following conversion, direct trunks between the EveryCall switch and (or partition) and the interexchange carrier location(s) may be provisioned where traffic volumes warrant

Interexchange carriers must have Feature Group D trunks in place (or ordered) between their point of presence and the incumbent LEC Access Tandem(s)

EveryCall will route all originating intraLATA traffic to the designated carrier and will only block traffic at the request of the end user customer and/or in compliance with regulatory requirements Requests from carrier to block traffic or to remove customer from their network will not be honored Calls that cannot be completed to a carrier will be routed to an announcement

CUSTOMER CONTACT INFORMATION

EveryCall customer contact representatives will process customer initiated PIC selections to EveryCall or to an alternative intraLATA carrier Carriers will have the option of allowing the EveryCall representative to process PIC requests on their behalf

EveryCall will not ballot or allocate new customers. At the time of conversion, customers will either be "PIC'd" to their carrier of choice, or if the customer cannot decide, will remain with their current carrier and will be issued a NO PIC designation. EveryCall will offer the customer a 12-month grace period following placement of the customer's service order for the customer to select an intraLATA carrier without charge.

EveryCall customer contact representatives will not comment on a customer's choice of its intraLATA PIC when the customer contacts EveryCall to change the PIC EveryCall customer contact representatives will respond to customer inquiries about intraLATA carriers in a competitively neutral fashion. If a customer requests information relating to carriers other than EveryCall, a list of participating carriers will be read to that customer in random order by EveryCall representatives.

If the intraLATA toll carrier selected by the customer permits EveryCall to process orders on its behalf, EveryCall will accept the PIC change request—If the customer selects an intraLATA toll carrier that does not allow EveryCall to process PIC changes on its behalf, EveryCall will provide the customer with the carrier's toll-free number (if provided by the carrier)

EveryCall representatives will not discuss alternative carrier rates or services and will not provide customers with Carrier Identification Codes or access code dialing instructions

PRESUBSCRIPTION INFORMATION

A \$5 00 change charge will be incurred and billed to a EveryCall customer for each eligible line where a PIC change is made EveryCall will offer its customers a 12-month grace period following Plan implementation during which the customers may change intraLATA carriers without a PIC change charge Customers can make one PIC change during these 12 months at no charge. After the 12-month period, EveryCall will assess the \$5 00 PIC change charge EveryCall offers interexchange carriers the option of having the PIC charge billed to the carrier or to the customer.

New line customers, including customers adding lines, will have the opportunity to select a participating carrier, or they will be assigned a NO PIC designation. If a customer cannot decide upon an intraLATA carrier at the time of order, EveryCall will offer the customer a 12-month grace period following placement of the customer's service order for the customer to select an intraLATA carrier without charge. Such a customer will be assigned a NO PIC designation in the interim. After this 12-month period, EveryCall will assess the \$5.00 PIC change charge as described above. Customers issued a NO PIC designation will remain with their current carrier.

If a EveryCall customer denies requesting a change in intraLATA toll providers as submitted by an intraLATA carrier, and the intraLATA carrier is unable to produce a Letter of Agency signed by the customer, the intraLATA carrier will be assessed a \$30 00 charge for the unauthorized PIC change and the PIC will be changed as per the customer's request, in addition to any other penalties authorized by law

Alternative interexchange carriers may submit PIC changes to EveryCall via a fax/paper interface

EveryCall will process intraLATA PIC selections in the same manner and under the same intervals of time as interLATA PIC changes

Carriers will be required to submit PIC changes using the Customer Account Record Exchange (CARE) format via paper medium EveryCall will provide carriers with PIC order confirmation and reject information using the CARE format Specific details regarding CARE will be provided to participating carriers

For customer who change their local service provider from the incumbent LEC to EveryCall and retain their incumbent LEC telephone number(s), EveryCall, as part of the CARE PIC process, will provide the selected intraLATA carrier with both the retained (incumbent LEC) telephone number and the EveryCall telephone number

Dated

EXHIBIT J

SERVICE LIST AND CERTIFICATE OF SERVICE

CERTIFICATE OF SERVICE

I hereby certify that I have this day served Notice of Availability of the foregoing Application on behalf of EveryCall Communications, Inc., via United States mail, first class postage prepaid and

properly addressed to the following facilities-based ILECs:

BellSouth Telecommunications, Inc 333 Commerce Street
Nashville, TN 37201-3300

Century Telephone of Adamsville P O Box 405 116 N Oak Street Adamsville, TN 38310

Century Telephone of Ooltewah-Collegedale, Inc P O Box 782 5616 Main Street Ooltewah, TN 37363

Citizens Communications Company of the Volunteer State P O Box 770 300 Bland Street Bluefield, WV 24701

Millington Telephone Company, Inc P O Box 429 4880 Navy Road Millington, TN 38083-0429

TDS Telecom-Concord Telephone Exchange, Inc P O Box 22610 701 Concord Road Knoxville, TN 37933-0610

TDS Telecom-Tellico Telephone Company, Inc P O Box 9 102 Spence Street Tellico Plains, TN 37385-0009

TEC-Crockett Telephone Company, Inc P O Box 7 Friendship, TN 38034

Ardmore Telephone Company, Inc 517 Ardmore Avenue Ardmore, TN 38449 Century Telephone of Claiborne P O Box 100

507 Main Street New Tazewell, TN 37825

Citizens Communications Company of TN

P O Box 770 300 Bland Street Bluefield, WV 24701

Loretto Telephone Company, Inc

P O Box 130 Loretto, TN 38469

Sprint-United 112 Sixth Street Bristol, TN 37620

TDS Telecom-Humphreys County Telephone Company P O Box 552 203 Long Street New Johnsonville, TN 37134-0552

TDS Telecom-Tennessee Telephone Company P O Box 18139 Knoxville, TN 37928-2139

TEC-People's Telephone Company, Inc P O Box 310 Erin, TN 37061

TEC-West Tennessee Telephone Company, Inc P O Box 10 244 E Main Street Bradford, TN 38316

United Telephone Company P O Box 38 120 Taylor Street Chapel Hill, TN 37034

This 19th day of August 2004

Monica Borne Haab

Nowalsky, Bronston & Gothard, APLLC

BEFORE THE TENNESSEE REGULATORY AUTHORITY NASHVILLE, TENNESSEE

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	IV	к	-

APPLICATION OF EVERYCALL)
COMMUNICATIONS, INC. FOR A)
CERTIFICATE OF PUBLIC CONVENIENCE)
AND NECESSITY TO PROVIDE)
COMPETING LOCAL AND LONG)
DISTANCE TELECOMMUNICATIONS)
SERVICES IN TENNESSEE)

NOTICE OF FILING OF THE APPLICATION OF

EVERYCALL COMMUNICATIONS, INC.

EveryCall Communications, Inc., has applied for a Certificate of Public Convenience and Necessity with the Tennessee Regulatory Authority. The Company requests authority to provide long distance and resold and limited facilities-based local exchange telecommunications service in the BellSouth service territory and eventually all geographic locations permitted by the provisions of T.C.A. Section 65-4-201

A copy of the Application and non-confidential Exhibits will be served at the request of the party receiving this Notice by contacting: Monica Borne Haab, Nowalsky, Bronston & Gothard, 3500 N. Causeway Blvd., Suite 1442, Metairie, LA 70002, phone (504) 832-1984, fax (504) 831-0892, or e-mail. mhaab@nbglaw.com. Please reference the Applicant's name in all requests.

Respectfully submitted,

Monica Borne Haab

Nowalsky, Bronston & Gothard

3500 N. Causeway Blvd, Suite 1442

Metairie, LA 70002

EXHIBIT K

NUMBERING ISSUES

- What is the Company's expected demand for NXXs per NPA within a year of approval of the application?

 Not applicable EveryCall will operate via a UNE-P arrangement with the ILEC
- How many NXXs does the Company estimate will be requested from NANPA when it establishes its service footprint?

Not applicable EveryCall will operate via a UNE-P arrangement with the ILEC

When and in what NPA does the Company expect to establish its service footprint?

The Company intends to offer its services throughout BellSouth service area of Tennessee within 4 months of its certification.

Will the Company sequentially assign telephone numbers within NXXs?

Yes

What measures does the Company intend to take to conserve Tennessee numbering resources?

EveryCall converts existing accounts to

6. When ordering new NXXs for growth, what percentage fill of an existing NXX does the Company use to determine when a request for a new NXX will be initiated?

Not applicable EveryCall will operate via a UNE-P arrangement with the ILEC

EXHIBIT L

TENNESSEE SPECIFIC OPERATIONAL ISSUES

How does the Company intend to comply with TCA §65-21-114? In its description, please explain technically how the company will not bill for countywide calls within Tennessee

The Company will not bill for local exchange calls placed between two point within the same county within Tennessee

Is the Company aware of the Tennessee County Wide Calling database maintained by BellSouth and the procedures to enter your telephone numbers on the database?

Yes, the Company is aware of the Tennessee County Wide Calling database for local exchange telecommunications maintained by BellSouth, and will follow proper procedure for entering telephone numbers on the database

Is the Company aware of the local calling areas provided by the Incumbent Local Exchange Carriers in its proposed service areas?

Yes, the Company is aware of the local calling areas provided by the ILECs in the proposed service area.

4. Explain the procedures that will be implemented to assure that customers will not be billed long distance charges for calls within the metro calling areas

The Company has billing software which can identify and distinguish local from long distance calls

Please provide the name and telephone number of an employee of the Company that will be responsible to work with the TRA on resolving customer complaints

Kyle Coats, President 10500 Coursey Blvd., Suite 360 Baton Rouge, LA 70816 Ph. (225) 293-3332 Fx (225) 293-3335

Does the Company intend to telemarket its service in Tennessee⁹ If yes, is the Company aware of the telemarketing statutes and regulations found in TCA §65-4-401 *et seq* And Chapter 1220-4-11⁹

The Applicant does not intend to telemarket in Tennessee

EXHIBIT M

SWORN PRE-FILED TESTIMONY

BEFORE THE TENNESSEE REGULATORY AUTHORITY NASHVILLE, TENNESSEE

APPLICATION OF EVERYCALL)
COMMUNICATIONS, INC. FOR A)
CERTIFICATE OF PUBLIC CONVENIENCE)
AND NECESSITY TO PROVIDE)
COMPETING LOCAL AND LONG)
DISTANCE TELECOMMUNICATIONS)
SERVICES IN TENNESSEE	ì

PRE-FILED TESTIMONY OF KYLE COATS

- I, Kyle Coats, do hereby testify as follows in support of the application of EveryCall Communications, Inc. for a Certificate of Convenience and Necessity as a competing telecommunications service provider to provide telecommunication services throughout the State of Tennessee.
- Q. Please state your full name, business address, and position.
- A. My name is Kyle Coats, President of EveryCall Communications, Inc. Our offices are located at 10500 Coursey Blvd., Suite 306, Baton Rouge, Louisiana 70816.
- Q. Please briefly describe your duties.
- A. I am President of the Company.
- Q. Please describe your business experience and educational background.
- A. I have a Bachelor of Science Degree from Louisiana State University. From 1985 1987 I was an Account Representative with Gage Teleco USA in Baton Rouge, Louisiana. From 1987 to 1988, I was a Communications Consultant with Telamerica Long Distance. In 1988 I became a Sales Manager for Telamerica where I was responsible for hiring, training, supervising, and evaluating the sales force and developing and implementing incentive oriented compensation plans, among other things. In 1996, I became Vice President of Sales and Customer Service for Telamerica Long Distance where I took on the additional responsibilities of opening sales offices in markets throughout Louisiana, managed the process of becoming a competitive local exchange carrier, and developed and implemented all CLEC products for the Company. In 2000, I became the Manager, Strategic Sales for Eatel which acquired Telamerica in that year.

- Q. Are all statements in EveryCall's application true and correct to the best of your knowledge, information and belief?
- A. Yes.
- Q. Please describe the current corporate structure of EveryCall.
- A. EveryCall is an individually-owned Louisiana corporation which has no parent, subsidiaries or other affiliates.
- Q. Does EveryCall possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?
- A. Yes. As evidenced by its current operations, EveryCall is capable of providing the requested services.
- Q. Please describe EveryCall's financial qualifications.
- A. EveryCall initiated operations in Kentucky in 2003, and has continued on a path of increasing revenue since that time. EveryCall's financial capability is evidenced in the financial documentation submitted as Exhibit F of its Application.
- Q. Please describe EveryCalls' managerial and technical qualifications.
- A. The Company's management team has extensive experience in general business operations as well as in the telecommunications industry. The experience of the Company's management team and/or key personnel is attached to the Application as Exhibit E.
- Q. What services will EveryCall offer?
- A. EveryCall will offer resold long distance and resold and facilities-based local exchange services., Facilities-based local services will be offered only to the extent of an UNE-P arrangement with the ILEC.

- Q. Will EveryCall offer service to all consumers within its service area?
- A. Yes.
- Q. Does EveryCall plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines?
- A. No.
- Q. Will the granting of a certificate of convenience and necessity to EveryCall serve the public interest?
- A. Yes. By allowing the Company to provide the services requested, competition within the long distance and local exchange telecommunications industry is enhanced, thereby resulting in the offering of higher quality services at lower prices on an industry-wide basis.
- Q. Does EveryCall intend to comply with all TRA rules, statutes, and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection of service?
- A. Yes.
- Q. Has any state ever denied EveryCall or one of its affiliates authorization to provide intrastate service?
- A. No.
- Q. Has EveryCall or one of its affiliates ever been investigated or sanctioned by any regulatory authority for service or billing irregularities?

- A. No
- Q. Who is knowledgeable about EveryCall's operations and will serve as EveryCall's regulatory and customer service contact?
- A. I will initially serve as the Company's regulatory and customer service contact. Should this information change in the future, I will update the TRA with the new information.
- Q. Please explain in detail EveryCall's proposed procedures for responding to information requests from the TRA and its staff
- A. With respect to the Company's application before the TRA, the TRA can forward information requests to Nowalsky, Bronston & Gothard. For ongoing requests for information, the TRA can contact me directly as regulatory contact for the Company.
- Q. Does this conclude your testimony?
- A. Yes.

I swear that the foregoing testimony is true and correct to the best of my knowledge.

Kyle Coats, President

EveryCall Communications, Inc.

MONICA BORNE HAAB
Notary Public, State of Louisiana
My Commission is issued for life.
Notary Number: 25407